PROCESSIONEON

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden
hours per response 16.00

OMB APPROVAL

# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	]	Serial				
	DATE RECEI	VED				

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) Sale of Limited Partnership Interests in Monsoon India Inflection Fund, L.P.
Filing under (Check box(es) that apply):
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Monsoon India Inflection Fund, L.P.
Address of Executive Offices (Number and Street, City, State, Zip Code) 7475 Wisconsin Avenue, Suite 850, Bethesda, MD 20814  Telephone Nun (301) 222-8000
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Telephone Number (Including Area Code)
Brief Description of Business Investments in Indian Securities
Type of Business Organization SEC Mail Processing
☐ corporation ☐ limited partnership, already formed ☐ other (please specify): Section
☐ business trust ☐ limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization:    MONTH   YEAR     MONTH   YEAR     MONTH   YEAR     MONTH   YEAR   YEAR   YEAR   MONTH   YEAR   MONTH   YEAR   YE
General Instructions
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### State:

the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers: and Each general and managing partnership of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Monsoon Capital, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 7475 Wisconsin Avenue, Suite 850, Bethesda, MD 20814 Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Prakash, Gautam Business or Residence Address (Number and Street, City, State, Zip Code) 7475 Wisconsin Avenue, Suite 850, Bethesda, MD 20814 Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter □ Beneficial Owner Director Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

						B.	INFORM	ATION A	BOUT	OFFE	RING					V	A1	
1.	Has	the issue	er sold, or	does the i	ssuer in	tend t	o sell, to n	on-accre	dited i	investo	rs in th	is offe	ring?			Yes □	No ⊠	
				Α	nswer a	lso in	Appendix,	Column	2, if fi	ling un	der UL	OE.						
2.	2. What is the minimum investment that will be accepted from any individual?										\$ <u>500,000</u> subject to General Partner's discretion							
3.	Does the offering permit joint ownership of a single unit?											Yes ⊠	No					
4.																		
Fu N/		ne (Last r	ame first,	if individu	al)													
		s or Resid	dence Add	ress (Nun	nber and	d Stre	et, City, St	ate, Zip (	Code)									
				•			-						-					
Na	ame of	Associa	ted Broker	or Dealer														
	heck "		or check [AZ] [ [IA] [	(individua ] [AR] [ ] [KS] [ ] [NH] [	I States CA KY NUMBER	) ]	[CO] [ [LA] [ [NM] [ [UT] [	(CT) [CME] [NY] [VT] [	[D] [D] [N] [N] [D]	E]	[DC] [MA] [ND] [WA]		=1)	[GA] [MN] [OK] [WI]	Mj [0]	AIIS	tates (ID) (MO) (PA) (PR)	
Fu	III Nan	ne (Last r	name first,	if individu	al)				-						•			
Вι	ısines	s or Resi	dence Ado	Iress (Nun	nber an	d Stre	et, City, St	tate, Zip (	Code)						<u> </u>			
Na	ame of	Associa	ted Broker	or Dealer												<del></del>		
			Person List s" or chect				ends to Sol	licit Purch	nasers	1							tates	
(AL)		[AK] [ [IN] [ [NE] [ [SC] [	[AZ] [ [IA] [	] [AR] [ ] [KS] [ ] [NH] [	] [CA ] [KY		[CO]	(CT) [ (ME) [ (NY) [ (VT) [	Nj [ N] [	E)	[DC] (MA) [ND] [WA]		=i]	[GA] [MN] [OK] [WI]		(i) (ii) (ii) (ii) (iii)	(ID) (MO) (PA) (PR)	
Fu	ıll Nan	ne (Last r	name first,	if individu	al)											•		
Bu	ısines	s or Resi	dence Add	Iress (Nun	nber an	d Stre	et, City, St	tate, Zip	Code)						<del></del>		·	
Na	ame of	Associa	ted Brokei	or Dealer	,				_									
(C (AL) (IL) (MT (RI)	heck '		s" or checl [AZ] [ [IA] [ [NV] [	( individua ] [AR] [ ] [KS] [ ] [NH] [ ] [TN] [	I States [CA] [KY] [NJ]		(CO) [ (LA) [ (NM) [ (UT) [	licit Purch [CT] [ [ME] [ [NY] [ [VT] [	[D] [N] [V	E)	[DC] [MA] [ND] [WA]		FI)		[2] V)	All S	itates (ID) (MO) (PA) (PR) (PR)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering. check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate **Amount Already** Type of Security Offering Price Sold Debt ..... \$ S Equity ..... \$ S ☐ Preferred ☐ Common Convertible Securities (including warrants) ..... Partnership Interests ..... \$160,691,937 \$160,691,937 Other (Specify \_ \$ \$ Total ..... \$160,691,937 \$160,691,937 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in Aggregate this offering and the aggregate dollar amounts of their purchases. For offerings under Rule Number of Dollar Amount 504, indicate the number of persons who have purchased securities and the aggregate dollar Investors of Purchases amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors ..... 92 \$160,691,937 0 Non-accredited Investors Total (for filing under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505..... Regulation A..... Rule 504..... Total..... a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	\$
Printing and Engraving Costs	
Legal Fees.	\$ <u>12,000</u>
Accounting Fees.	\$
Engineering Fees.	\$
Sales Commissions (specify finders' fees separately)	\$
Other Expenses (identify)	\$
Total	\$ <u>12,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$160,679,937

C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPE	NSES AND USE C	F PROCEEDS	
<ol> <li>Indicate below the amount of the adjuste used for each of the purposes shown. If estimate and check the box to the left of equal the adjusted gross proceeds to the above.</li> </ol>	the amount for any purpose is not know the estimate. The total of the paymen	wn, furnish an ts listed must		
above.		,	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		🗆 🤋	\$ <u> </u>	\$ <u>0</u>
Purchase of real estate			<u> </u>	\$ <u>0</u>
Purchase, rental or leasing and insta	allation of machinery and equipment	🗆 9	<u> </u>	\$ <u>0</u>
Acquisition of other business (include	dings and facilitiesling the value of securities involved in the assets or securities of another issue	this offering	\$ <u>0</u>	\$ <u>0</u>
	le assets or securities or another issue		\$ <u> </u>	\$ <u>0</u>
Repayment of indebtedness			\$ <u> </u>	] \$ <u>0</u>
Working capital			\$ <u> </u>	\$ <u>0</u>
Other (specify): Investments in secu	<u>urities</u>		\$ <u>0</u> 🗵	\$ <u>160,679,937</u>
Column Totals			\$ <u>0</u> 🗵	\$ <u>160,679,937</u>
Total Payments Listed (column tota	ls added)			7_
	D. FEDERAL SIGNATUR	E		
The issuer has duly caused this notice to be following signature constitutes an undertakin request of its staff, the information furnished	g by the issuer to furnish to the U.S. S	ecurities and Exch	ange Commission, up	on written
Issuer (Print or Type) Monsoon India Inflection Fund, L.P.	Signature	Date April 14		
Name of Signer (Print or Type)  Gautam Prakash	Title of Signer (Print or Type)  Manager of Monsoon Capital, LLC	, General Partner		
Intentional misstatements or omission	ATTENTION	l violations. (See	18 U.S.C. 1001.)	
	C. Ide Conditate foucial crimina			

		E. ST.	ATE SIGNATURE						
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any disqualification provisions of such rule?								
		See Appendix, Col	lumn 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law								
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.								
Issuer (	Print or Type)	Sign <b>á</b> ture.	1	Date					
Monso	on India Inflection Fund, L.P.	April 14, 2008							
Name (	Print or Type)	Title (Print or Type)							
Gautan	n Prakash É	Manager of Monsoon Capital, LLC, General Partner							

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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# APPENDIX

1	:	2	3	<del></del>		4	·		ification
	to r accre investors	to sell non- edited s in State -Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL.				. <u> </u>	\$		\$		
AK					\$		\$		
AZ			limited partnership interests - \$100,000	1	\$ <u>100,000</u>	0	\$ <u>0</u>		☒
AR		Ø	limited partnership interests - \$18,376,532	2	\$ <u>18,376,532</u>	0	\$ <u>0</u>		⊠
CA		×	limited partnership interests-\$24,215,000	17	\$ <u>24,215,000</u>	0	\$0		
СО		⊠	limited partnership interests - \$850,000	1	\$ <u>850,000</u>	0	\$ <u>0</u>		$\boxtimes$
СТ		⋈	limited partnership interests-\$2,350,000	5	\$ <u>2,350,000</u>	0	\$0		×
DE					\$		\$		
DC		$\boxtimes$	limited partnership interests \$200,000	1	\$ <u>200,000</u>	0	\$ <u>0</u>		Ø
FL		⋈	limited partnership interests - \$100,000	1	\$ <u>100,000</u>	0	\$ <u>0</u>		☒
GA					\$		\$		
НІ					\$		\$		
ID					\$		<u> </u>		
1L					\$		<u> </u>		
IN				,	\$		\$		
IA					\$		\$		
KS					\$		\$ <u>-</u> _		
KY				· · · · · · · · · · · · · · · · · · ·	\$		\$		
LA					\$		<u> </u>		
ME					\$	_	<u> </u>		
MD		⊠	limited partnership interests-\$10,602,405	5	\$ <u>10,602,405</u>	0	\$0		⊠
МА		☒	limited partnership interests-\$20,900,000	16	\$20,900,000	0	\$0		⊠
МІ					\$		\$		
MN					\$		\$		
MS					\$		\$		
МО					\$		\$		

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# **APPENDIX**

1		2	3			1		Disqual	ification
	to i accre inves St	d to sell non- edited stors in cate 3-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
	\1 an E	21101111	(i dit o item i)	Number of Accredited	(i dit E	101111)			
State	Yes	No	_	Investors	Amount	Accredited Investors	Amount	Yes	No
MT					\$		\$		
NE					\$		\$		
NV					\$		\$		
NH		Ø	limited partnership interests-\$850,000	1	\$850,000	0	\$0		$\boxtimes$
NJ		$\boxtimes$	limited partnership interests-\$10,350,000	2	\$ <u>10,350,000</u>		\$		
NM					\$		\$		
NY		×	limited partnership interests-\$23,650,000	10	\$ <u>23,650,000</u>	0	\$ <u>0</u>		$\boxtimes$
NC		$\boxtimes$	limited partnership interests-\$3,770,000	8	\$ <u>3,770,000</u>	0	\$0		
ND					\$		\$		
ОН		$\boxtimes$	limited partnership interests-\$2,750,000	3	\$ <u>2,750,000</u>	0	\$0		$\boxtimes$
ОК		⊠	limited partnership interests \$1,500,000	1	\$ <u>1,500,000</u>	0	\$ <u>0</u>		
OR				<u> </u>	\$		\$		
PA		☒	limited partnership interests-\$2,585,000	1	\$ <u>2,585,000</u>	0	\$ <u>0</u>		$\boxtimes$
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
TX		⋈	limited partnership interests-\$29,765,000	13	\$ <u>29,765,000</u>	0	\$ <u>0</u>		
UT					\$		\$		
VT					\$		\$		
VA		⋈	limited partnership interests- \$3,000,000	3	\$ <u>3,000,000</u>	0	\$ <u>0</u>		
WA					\$		\$		
WV					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other		⊠	limited partnership interests- \$4,778,000	2	\$ <u>4,778,000</u>	0	\$ <u>0</u>		⊠



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